

**NORTH  
AMERICAN  
CAR**

**NORTH AMERICAN CAR CORPORATION**

33 West Monroe  
Chicago, IL U.S.A. 60603  
Telephone 312.853.5000  
Telex #255222

No.

APR 27 1981

Date

Fee \$

ICC Washington, D. C.

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO.

6235-8

Filed 1425

APR 27 1981 - 8 00 PM

INTERSTATE COMMERCE COMMISSION

March 18, 1981

RECEIVED  
APR 27 2 52 PM '81

Re: Section 11303 Filing: Supplement Agreement dated as of March 18, 1981, ("Supplement") to Equipment Trust Agreement dated as of July 1, 1971, ("Agreement") by and between North American Car Corporation (the "Company") and Harris Trust and Savings Bank (the "Trustee").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplement. The Agreement was recorded with the Interstate Commerce Commission and was assigned recordation number 6235.

Under the Agreement, the Trustee leases the equipment subject thereto to the Company and the Company guarantees the payment of principal and interest on the equipment trust certificates issued under the Agreement, all in accordance with the Agreement.

The general description of the equipment which the Supplement subjects to the terms of the Agreement is as stated in Exhibit A of the Supplement. The Company will be the Vendor of such equipment to the Trustee.

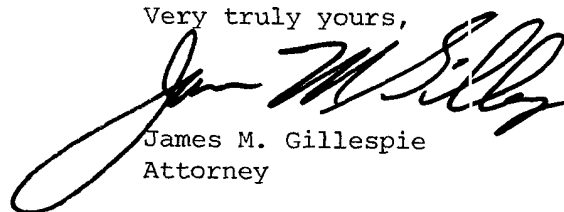
The general description of the equipment which the Supplement releases from the terms of the Agreement is as stated in Exhibit I to the Supplement.

Also enclosed is a check, payable to the Interstate Commerce Commission, in the amount of \$10.00 as the recording fee for the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for record in your office and to return the remaining copies, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,



James M. Gillespie  
Attorney

SUPPLEMENTAL INDENTURE

APR 27 1981 - 8 02 PM

THIS SUPPLEMENTAL INDENTURE OF MORTGAGE AND DEED OF TRUST, DATED THIS 18th day of March, 1981, by and among NORTH AMERICAN CAR CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), NORTH AMERICAN CAR (CANADA) LIMITED, a corporation duly organized and existing under the laws of the Province of Ontario (the "Guarantor"), and HARRIS TRUST AND SAVINGS BANK, an Illinois Banking Corporation, as Trustee (hereinafter referred to as the "Trustee").

W I T N E S S E T H

WHEREAS, the Company and Trustee have heretofore as of the 1st day of July, 1971, executed a certain Indenture of Mortgage and Deed of Trust (hereinafter called the "Indenture"); and

WHEREAS, the Company has given to the Trustee a security interest in and to the Mortgaged Equipment, as therein defined and described; and

WHEREAS, the Company has requested the Trustee to release the railcars described on Schedule I hereto in accordance with the terms of the Indenture;

WHEREAS, Section 12.01 of the Indenture provides that the Company, when authorized by resolution of its Board of Directors and the Trustee, from time to time at any time, may, without the consent of Bondholders, enter into an Indenture or Indentures Supplemental to the Indenture, subject to the conditions and restrictions contained in the Indenture, and that such Supplemental Indentures shall form a part of the Indenture.

NOW, THEREFORE, in consideration of the sum of \$1.00, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company, the Guarantor and the Trustee have executed and delivered this Supplemental Indenture.

The Trustee hereby releases and conveys to the Company the Trust Equipment described on Schedule I hereto.

From and after (but only from and after) the execution of this Supplemental Indenture, the Indenture shall be deemed to be modified as herein provided, and thereafter the Indenture shall be read in connection with this Supplemental Indenture with the same force and effect as if the alterations and modifications set forth in this Supplemental Indenture had been a part of the Indenture at the time of the execution and delivery of the Indenture.

IN WITNESS WHEREOF, the Company, the Guarantor, and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respectable corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By J. Vaniman  
Vice President

ATTEST:

Jan M. Siller  
Assistant Secretary

NORTH AMERICAN CAR (CANADA) LIMITED

By [Signature]

ATTEST:

Jan M. Siller  
Assistant SecretaryHARRIS TRUST AND SAVINGS BANK,  
as TrusteeBy PS mason

ATTEST:

C. Pette  
ASSISTANT SECRETARY

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 18th day of March, 1981, before me personally appeared John A. Harrison and James M. Gillespie, to me personally known, who being by me duly sworn say that they are Vice President and Assistant Secretary, respectively, of North American Car Corporation that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on this day signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:  
My Commission Expires March 25, 1983

Lina Pruitt  
Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 18th day of March, 1981, before me personally appeared Robert A. Greenbury and James M. Gillespie, to me personally known, who being by me duly sworn say that they are Vice President and Assistant Secretary, respectively, of North American Car (Canada) Limited, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on this day signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:  
My Commission Expires March 25, 1983

Lina Pruitt  
Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 16<sup>th</sup> day of April, 1981, before me personally appeared R. G. MASON and G. POLITE to me personally known, who being by me duly sworn say that they are VICE PRESIDENT and ASSISTANT SECRETARY, respectively, of Harris Trust and Savings Bank that one of the seals affixed to the foregoing instrument is the corporate seal of said bank and that said instrument was on this day signed and sealed on behalf of said bank by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

My Commission Expires:  
November 23, 1984

Loretta C. Seay  
Notary Public

NORTH AMERICAN CAR CORPORATION  
FIRST 1971 EQUIPMENT TRUST  
RELEASED CARS

SCHEDULE I

<u>Quantity</u>	<u>Serial Number</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value</u>
10	16250-16259	16,000 gallon tank cars	\$ 199,220.91	\$ 202,111.25
35	21977, 21978, 23473-23474 23494, 23496, 23499, 23501- 23504, 23506-23512, 23566 23568, 23576, 23595, 23596 23616-23618, 23635, 23655 23667-23670, 23677, 23680 23705	20,000 gallon tank cars	\$ 609,167.43	\$ 618,005.37
1	29981	30,000 gallon tank cars	\$ 18,190.59	\$ 18,454.50